

9.1 Annual General Meetings (AGMs)

What is an Annual General Meeting?

An Annual General Meeting is a way for members to be formally updated on how the Club has proceeded in the last year, and in some cases make some decisions about the Club that are need on an annual basis (for example this is usually when the Executives for the next year are elected).

The AGM is one of the key parts of reaffiliating at the end of the year. For the relevant dates regarding Reaffiliation please refer to Section 4.

How do we hold an Annual General Meeting?

An Annual General Meeting (AGM), as the name suggests, is a meeting held at about the same time **once** each year.

The standard AGM Period for 2020 is Week 4 – Week 8 in Term 3

Make sure to meet the following requirements for AGMs. If your general meeting does not follow this procedure, it may be declared invalid and you may be required to hold the meeting again in order to maintain your Club's affiliation with Arc. You can find a condensed list of the AGM requirements in the [AGM, Reaffiliation and Getting Started Checklists](#) document.

Before the AGM

1. Read the sections of the Clubs Handbook about General Meetings (Section 9 and 9.1), Elections (Section 10) and Reaffiliation (Section 4), noting anything relevant to your Club.
2. Read your constitution thoroughly and note any requirements you need to fulfil at the AGM, including election requirements (some of these will be stricter than Arc's requirements, including some mentioned in this guide and in the Handbook Section 7)
3. If relevant, draft proposed changes to the constitution, including the exact wording to be added and specifying any clauses that are to be changed or removed. These changes cannot take affect before they are approved at the AGM, e.g. you can't propose to reduce the required AGM notice period and apply that to this AGM. We recommend that you consult with the Arc Clubs team in advance to ensure that these changes will meet Arc's requirements. Search your emails from the last 12 months to see if there were any constitutional changes Arc has specified that your Club will need to make at this AGM.

4. Decide on a date, time & location. This should generally be a decision of the Executive team. To prevent potential issues, make sure to have a clear decision-making process and a written communication of the final decision.
 - a. *Note: Voting members of the Club must not be charged a fee to attend the meeting. For example, if the meeting is taking place as part of a charged event (e.g. during an end of year social), the meeting could be held in the same venue at the start or end of the larger event, where non-paying attendees are allowed entry only for the meeting. Arc representatives attending the meeting as an observer must also not be charged a fee.*

5. If required, make a booking for the location and any other resources needed (Clubs MUST submit forms at least 7 full days prior to the event for CATS Room Bookings. You should book using the booking form found on the Clubs Files & Forms page). Include extra time before and after the event for setup and pack up, and in case the meeting runs longer than expected. Make sure to have your confirmation email accessible in case there is an issue at the AGM.

6. Allocate/confirm tasks for Executives at the AGM (e.g. taking minutes, chairing the meeting, checking members in, counting votes etc).

7. At least 7 days before the AGM, send the official AGM Notice to all relevant Club members, including:
 - a. Date, Time & Location
 - b. Agenda
 - c. Any relevant information on who can attend and vote at the AGM
 - d. Information on any proposed constitutional changes, including the exact wording to be changed/added and specifying clauses to be changed or removed (the best practice would be to attach the Constitution with the proposed amendments as tracked changes).
 - e. Information on any elections, including position descriptions and how to nominate
 - f. Information on proxy voting (including proxy voting form), if relevant (see below)

8. Forward the AGM Notice and any other notifications about the AGM to the Arc Clubs team (clubs@arc.unsw.edu.au)

9. Relevant Executives should prepare any reports that need to be presented at the meeting (President and Treasurer reports must be presented).

10. Prepare a form to prove attendance at the AGM (use an Arc Attendance Form or make your own, as long as it contains:
 - a. Club Name, Date and Activity at the top
 - b. Space for each attendee to complete their name, student number and signature
11. Prepare election materials & processes, if required (e.g. voting slips)

At the AGM

*See additional information on online meetings below.

1. Arrive at the location early to set up. If you are using voting slips, you may want set aside a space to do that where people won't be seated.
2. Check the attendees in as they enter the event.
 - a. Check that they are a full member (and any other attendance requirements)
 - b. Have them complete their details on the attendance list. If they are a non-member attendee note these down separately (e.g. an observer, guest, associate member, returning officer).
 - c. If relevant, distribute voting slips to those eligible to vote
3. The AGM can only start once you have the required number of members at the event (this is called quorum and is usually 15 or half of your members, whichever is less). If members leave the meeting such that you no longer have the required numbers, then you will need to pause or stop the meeting. If you never achieve the required number, you will need to reschedule the meeting for a later date and try again (still meeting all the requirements, including notice of the new meeting).
4. Take minutes of the meeting. This is a summary of the meeting which should detail exactly what occurred during the meeting (in the order that it happened) as a record for your Club as well as for Arc to check over. Most importantly, the minutes should contain any key discussions, resolutions passed at the meeting including passing any constitutional changes, accepting reports from Executives and elections (nominations and results). This means that the President and Treasurer's report (and all other discussions) should be detailed enough for a member who is not present at the meeting to understand what was discussed. It does not need to be a record of the entire conversation but a summary of what was mentioned. It should also record if members leave or re-enter the meeting (who and when), or arrive after the meeting has started.

5. Conduct the meeting, covering the following agenda items:
 - a. Open the meeting – note the time in the minutes
 - b. Apologies - this is prior notice that a member is unable to attend the meeting and have sent their apologies (especially Club Executives)
 - c. Constitutional Amendments (if relevant) - discuss & vote on any proposed Constitutional Amendments (these need to be detailed for each amendment).
 - d. Elections of Executive positions (unless otherwise specified in your constitution). This should include nominations (unless these were received prior), brief speeches from candidates, a short time allocated for questions, voting and announcement of results.
 - e. Determine the three bank signatories out of the Executive team (including the Treasurer). Include their full names (from their government-issued ID) in the minutes.
 - f. President’s Annual Report - this should include details of the Club, highlights of the year and ongoing issues.
 - g. Treasurer’s Annual Report - this must include a summary of all income and expenditure since the last Annual Report, and details about any money spent towards Executive-only events.

For more information on Executive-only events, check out Section 25.1.
 - h. Other General Business (if any) – this could be a discussion about future events, initiatives or anything else you want to discuss with the members. You can also open up the floor for members to bring up discussion points.
 - i. Close the meeting – note the time in the minutes

Pack up the event, making sure to collect the signed attendance sheet, minutes and anything that contains private/sensitive information. If you are disposing of physical copies private/sensitive information, use a shredder (there is one in the Clubs Space).

Sending the AGM Notice

The official AGM Notice (and any other additional/updated information sent later) must be sent to all Club members that are eligible to attend the AGM. Social media & other forms of communication can be used *as well as* the emailed notice, but cannot be used as a *substitute*. The official AGM notice must be sent to members via email.

Holding online meetings

Online meetings

The structure and format of General Meetings themselves have not changed, i.e., minute keeping, discussions, voting, amendments etc. still function the same way. The main difference is that attendance forms and voting is now filled out online. Other requirements and procedures are identical to the information above.

Instead of a physical location, you can organise something like a Zoom meeting, Microsoft Teams meeting, schedule something on a Discord channel and so on. You hold the meeting identically to as if it was occurring in person, except those attendees should enter the following information as part of attendance/registration:

- Full Name (as per student ID)
- zID
- If they are an Arc Member
- If they are a full member of the club
- Optionally, contact details such as email or phone number if you deem it necessary (this must be kept private and only accessible by Executives)

Your voting will also have to occur digitally. If your constitution specifies a particular type of voting system that must be used, you'll also need to emulate it through the digital voting system/website you choose to use. If you haven't had to conduct online voting before, here are some ways to ensure the validity of votes:

- Providing each member present at the meeting with a unique, randomly generated code that is matched to their zID. If a submitted vote contains a code that is not in the list of those given, or is used multiple times, you can tell something doesn't add up.
- Having each member privately message their vote to the person chairing the meeting, or a trusted and impartial third party.
- Open a voting form that is only available for the duration of the meeting, providing everyone with the link during the meeting itself.

Hybrid meetings

The same organisation for an online general meeting is done, but a physical location is also prepared for start time of the meeting. Attendance and voting will also need to be available in both an online and physical format. A computer, speakers and microphone are recommended so those attending online can easily participate, but if need be, phones can be used too.

Proxy Votes

A proxy vote can be used when a member of the Club that is eligible to vote at the General Meeting is unable to attend the meeting but has signed a proxy form allowing their vote to be cast by someone else. Arc requires that any Clubs holding a General Meeting on a non-academic day must allow proxy votes at that meeting. This means that if your Club's constitution specifies that your Club can only hold General Meetings on an academic day, then you don't need to allow proxy votes at all.

Arc has an example proxy form that you can use. At minimum, Club members who want to vote by proxy must write their full, student number, sign and date the form and write the full name and student number of their proxy. Club members may choose to specifically state how they intend to vote on a particular motion on the form or they may leave it up to the discretion of their proxy holder. The proxy holder must bring all proxy forms to the meeting and show them to the returning officer before they can cast those votes.

Quorum for the meeting (the minimum number of voting members that must be at the meeting in order for it to be valid) is calculated on the number of voting members in attendance at the meeting (so proxy votes don't count). On the other hand, proxy votes are included when calculating the number of votes needed for a motion to pass.

Other important things to note

Each (full) member is entitled to one vote in each motion (decision).

- Voting may only be restricted if these restrictions are specified in the Club's constitution. Arc has limitations on what restrictions would be accepted in the constitution.

For any constitutional changes, notice of any proposed constitutional change/s must be given (usually with the notice of AGM) and sufficient time allocated at the meeting to discuss changes.

Each change must be passed by a simple majority unless your Constitution states otherwise.

Elections:

- At every AGM, **all** Executive positions are vacant and free to be contested unless otherwise specified in the Constitution. This means that current Executive must be re-elected into their positions if they wish to stay.
- Elections for Executive are conducted using a 'first-past-the-post' system (i.e. the candidate with the most votes wins), unless your Constitution states otherwise.
- **Any** full member of the Club is entitled to run for a vacant Executive position unless otherwise specified in the Constitution (only some restrictions are permitted for Arc-affiliated Clubs).
- See Clubs Handbook Section 10 for more information about Executive elections. All elected Executive members must sign the Arc Clubs Affiliation Agreement.

Where can I find out more information?

Chairing a meeting - <http://www.resourcecentre.org.uk/information/chairing-a-meeting/>

Taking Minutes - <http://www.resourcecentre.org.uk/information/taking-minutes/>

Related Documents

Clubs Handbook (arc.unsw.edu.au/clubshandbook)

- Section 4 - Existing Clubs Applying for Reaffiliation
- Section 7 - Club Constitutions
- Section 8 - Club Membership
- Section 9 - Holding a General Meeting of Your Club
- Section 10 - Guidelines for Elections
- Section 13 - Legal Help
- Section 18 - Club Financial Management
- Section 21 - Incident Reporting
- Section 22.1 - Equity, Diversity, Inclusion, Cultural Sensitivity
- Section 22 - Managing Club Events
- Section 23 - Location and Equipment Bookings

Forms & Files (arc.unsw.edu.au/clubforms)

- AGM, Reaffiliation and Getting Started Checklists
- Sample AGM Documents
- Affiliation Agreement
- Arc Clubs Example Proxy Form

| Need Help? | | | |
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| Call Us | Email Us | Visit us | Office Hours |
| 02 9065 0930 <i>(during office hours)</i> | clubs@arc.unsw.edu.au | Level 2, Basser College <i>(just off the Basser steps past the Quadrangle)</i> | During Term: 10am - 4pm Outside Term: By appointment only |
| Files and Forms: www.arc.unsw.edu.au/clubforms | | Clubs Handbook: www.arc.unsw.edu.au/clubs/clubshandbook | |